

CERTIFICATE OF AMENDMENT

STATE OF DELAWARE

SECRETARY OF STATE

DIVISION OF CORPORATIONS

FILED 09:00 AM 10/04/1990

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OF

CERTIFICATE OF INCORPORATION

OF

TRANSAMERICA FLEET LEASING CORPORATION

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Transamerica Fleet Leasing Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

WHEREAS, this Board of Directors declares it advisable and in the best interests of this Corporation to change its name to Associates Fleet Leasing of Madison, Inc.,

NOW, THEREFORE, BE IT RESOLVED, that the Certificate of Incorporation of this Corporation be amended by changing Article "FIRST" thereof so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the Corporation is Associates Fleet Leasing of Madison, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to the said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Transamerica Fleet Leasing Corporation has caused its corporate seal to be hereunto affixed and this certificate to be signed by Rocco N. Nanni, its Vice President, and attested by T. S. Landis, its Secretary, this 3rd day of October, 1990.

TRANSAMERICA FLEET LEASING
CORPORATION

By 
Rocco N. Nanni
Vice President

ATTEST:

By 
T. S. Landis
Secretary

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